

(Per ILA Approval Requirements)

- | | |
|-------------------------------------|-------------|
| <input type="checkbox"/> | CA Approval |
| <input checked="" type="checkbox"/> | JB Approval |

Amendment 353 Contract No. 229944

To the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 353 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 15TH day of OCTOBER, 2015, by and between Vix Technology (USA) Inc (formerly known as ERG Transit Systems (USA) Inc), a California corporation and wholly owned subsidiary of Vix Mobility Pty Ltd, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

- B. The Agencies and the Contractor desire to amend Section VI of Exhibit 9, Price Schedule Special Programs, to compensate the Contractor for the work necessary to upgrade five (5) ORCA system Windows Servers from Windows Server 2003 to Windows Server 2012 R2. This work is performed per Change Request CR-11521 *Windows Server Upgrades Part II v2.0*.
- C. The Parties agree that the Work necessary to upgrade the Windows Servers will be performed and compensated as described below.

Agreement

Section 1.0 Description of Work

The Contractor will provide the services of a qualified Senior Programmer (Back Office), Junior Programmer (Integration/Test), Engineering Manager, Test Manager (Integration/Test Management) and Business Analyst to perform the work. The Contractor will:

1.1 First promotion Maintenance Release 29 (MR 29.0) - upgrade from Windows Server 2003 to Windows 2012 R2

- (a) 32-Bit Access Control
- (b) 32-Bit Configuration Data Administrator (CDA)
- (c) 32-Bit Financial Management (Finman)
- (d) 32-Bit Configuration Data Generation (CDGen)
- (e) 32-Bit Transaction Delivery Server (TDS)
- (f) 32-Bit Terminal Revalue Unit (TRU) Sever
- (g) Upgrade Webservers (Public and Private) from 32-Bit to 64-Bit
- (h) Upgrade Cygwin from v1.7 to v2.0
- (i) Install latest Vix software packages across all nodes, including Middleware. Middleware will remain in 32-Bit state until second promotion cycle.

1.2 Second promotion Maintenance Release 29.1 (MR 29.1) - upgrade from Windows Server 2003 to Windows 2012 R2

- (a) 32-Bit Middleware to 64-Bit
- (b) 32-Bit Transaction Generation Node
- (c) Apply any new packages as required

1.3 The Contractor will update system documentation which has been identified as:

- (a) SEA-01434 Exhibit 13 – RFCS System Software/Software Maintenance
- (b) SEA-00353 Exhibit 12 – Intellectual Property Table

Section 2.0 Schedule

2.1 The Work described in Section 1.0 will be completed no later than October 14, 2015

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 3.0 Compensation Changes

Per the Settlement Agreement the Agencies have agreed to pay fifty (50) percent of the cost of this system security work.

Section VI (Implementation) of Exhibit 9, Price Schedule, is hereby amended to read as follows:

VI. IMPLEMENTATION

SPECIAL PROGRAMS

LUMP SUM COST

Amendment No. 353

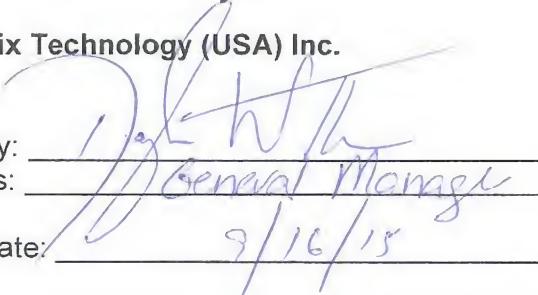
To provide qualified staff to upgrade five (5) ORCA system servers to Windows 2012 R2	
TOTAL	\$141,068

Section 4.0 Other Terms and Conditions

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: _____
Its: _____
Date: _____


General Manager
9/16/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Section 4.0 Other Terms and Conditions

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: Dave W. Hilt
Its: General Manager
Date: 9/16/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: Brian McLean
Its: CFO
Date: 10/1/15

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

Section 4.0 Other Terms and Conditions

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: D. K. H. T.
Its: General Manager
Date: 9/16/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: R. Danie — ACTING FOR
Its: KEVIN DESMOND, GEN'L MGR
Date: OCT 5, 2015

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

Section 4.0 Other Terms and Conditions

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Vix Technology (USA) Inc.

By: D. K. W. J.
Its: General Manager
Date: 9/16/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: Sue Drenn
Its: CEO
Date: 01/8/15

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

Section 4.0 Other Terms and Conditions

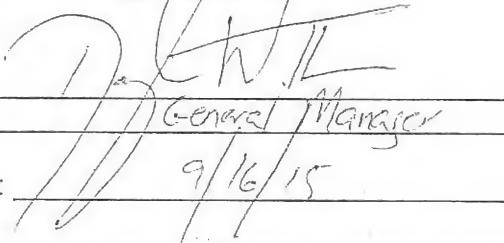
IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By:

Its:

Date:



Dan Wile
General Manager
9/16/15

The Agencies

By:

Their:

On behalf of the Agencies

Date:

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Section 4.0 Other Terms and Conditions

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: D. K. W. J.
Its: General Manager
Date: 9/16/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: T. L. C. J.
Its: Director
Date: 10/3/15

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

Section 4.0 Other Terms and Conditions

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Vix Technology (USA) Inc.

By: D. H. T.
Its: General Manager
Date: 10/16/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: John Klaus
Its: Executive Director
Date: 10/15/15

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

Section 4.0 Other Terms and Conditions

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: D. K. W. H.
Its: General Manager
Date: 9/16/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: Emmett Heath
Its: Emmett Heath, Chief Executive Officer
Date: 10-14-15

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____